

ENVIRONMENTAL LAND USAGE RESTRICTION

This Declaration of Environmental Land Usage Restriction ("Restriction") is made on this 7th day of September, 2017 by BASF Corporation, and its successors and/or assigns (hereinafter, the "Grantor").

WITNESSETH:

WHEREAS, the Grantor is the owner in fee simple of certain real property identified as Plat 4, Lots 1108 and 2630 at 180 Mill Street in Cranston, Rhode Island (the "Property"), more particularly described in Exhibit A (Legal Description) which is attached hereto and made a part hereof;

WHEREAS, the Property (identified in the Class I survey as parcels VII and IX, which is attached hereto as Exhibit B and is made a part hereof) has been determined to contain soil which is contaminated with certain hazardous materials in excess of applicable Residential or Industrial/Commercial Direct Exposure Criteria pursuant to the Rules and Regulations for the Investigation and Remediation of Hazardous Material Releases ("Remediation Regulations");

WHEREAS, the Property is subject to remedial actions defined in the Department's Remedial Approval Letter issued December 8, 2016 ("Remedial Approval Letter") attached as Exhibit C;

WHEREAS, the Grantor and the Rhode Island Department of Environmental Management ("Department") have determined that the environmental land use restrictions set forth below are consistent with the Remedial Approval Letter and the regulations adopted by the Department pursuant to R.I.G.L. § 23-19.14-1 and that this restriction shall be a Conservation Restriction pursuant to R.I.G.L. § 34-39--1 et. Seq. and shall not be subject to the 30-year limitation provided in R.I.G.L. § 34-4-21;

WHEREAS, the Department's written approval of this Restriction is contained in the Remedial Approval Letter pursuant to the Remediation Regulations;

WHEREAS, to prevent exposure to or migration of hazardous materials and to abate hazards to human health and/or the environment, and in accordance with the Remedial Approval Letter, the Grantor desires to impose certain restrictions upon the use, occupancy, and activities of and at the Property;

WHEREAS, the Grantor believes that this Restriction will effectively protect public health and the environment from such contamination; and

WHEREAS, the Grantor intends that such restrictions shall run with the land and be binding upon and enforceable against the Grantor and the Grantor's successors and assigns.
NOW, THEREFORE, Grantor agrees as follows:

A. Restrictions Applicable to the Property: In accordance with the Remedial Approval Letter, the use, occupancy and activity of and at the Property is restricted as follows:

- i. No residential use of the Property shall be permitted. Residential use shall mean and include any improvement, structure or dwelling used for living accommodations (single or multi-family occupancy, including, without limitation, detached housing, condominiums, apartment buildings, dormitories, and senior citizen housing), any day facility (whether for infants, children, the infirm, or elderly), any hospital, hospice, or nursing home facility, any school for individuals in grades pre-K through 12, any prison, any playground or any recreational facility for public use or unrestricted outdoor recreational area, and any other similar or like use;
- ii. No groundwater at the Property shall be used as potable water. Further, installation and use of groundwater wells for any purpose except for monitoring and testing of environmental conditions on or about the Property shall be prohibited.
- iii. Soils in areas that are sequestered under Department-approved caps at the Property shall not be disturbed in any manner without written permission of the Department's Office of Waste Management, except as permitted in a Soil and Cap Management Plan ("SCMP") to be developed by the Grantor, or any future holder of any interest in the Property, and approved by the Department in advance of the planned disturbance. The subject areas are defined as follows:
 - (a) Exhibit D provides a location map of capped areas resulting from the Department-approved remedial actions defined in Exhibit C.
 - (b) Any subsequent area that results from A(iv.), where engineering controls are used to eliminate exposure to any "IC DEC" exceedances that may be present below the caps.
- iv. Soil in the areas at the Property not inclusive of those described in Paragraph A (iii.) shall not be disturbed for any purpose without following the General Soil Management Plan ("GSMP") included as Exhibit E.

B. No action shall be taken, allowed, suffered, or omitted at the Property if such action or omission is reasonably likely to:

- i. Create a risk of migration of hazardous materials;
- ii. Create a potential hazard to human health or the environment; or
- iii. Result in the disturbance of any engineering controls utilized at the Property, except as expressly permitted in Paragraph A, above.

C. Emergencies: In the event of any emergency which presents a significant risk to human health or to the environment, including but not limited to, maintenance and repair of utility lines or a response to emergencies such as fire or flood, the application of Paragraphs A and B above may be suspended, provided such risk cannot be abated without suspending such Paragraphs and the current owner of the Property complies with the following:

- i. Current owner shall notify the Department's Office of Waste Management in writing of the emergency as soon as possible but no more than three (3) business days after current owner's having learned of the emergency. (This does not remove current owner's obligation to notify any other necessary state, local or federal agencies.);

- ii. Current owner shall limit both the extent and duration of the suspension to the minimum period reasonable and necessary to adequately respond to the emergency;
 - iii. Current owner shall implement reasonable measures necessary to prevent actual, potential, present and future risk to human health and the environment resulting from such suspension;
 - iv. Current owner shall communicate at the time of written notification to the Department its intention to conduct the Emergency Response Actions and provide a schedule to complete the Emergency Response Actions;
 - v. Current owner shall continue to implement the Emergency Response Actions, on the schedule submitted to the Department, to ensure that the Property is remediated in accordance with the Remediation Regulations (or applicable variance) or restored to its condition prior to such emergency. Based upon information submitted to the Department at the time the ELUR was recorded pertaining to known environmental conditions at the Property, emergency maintenance and repair of utility lines shall only require restoration of the Property to its condition prior to the maintenance and repair of the utility lines; and
 - vi. Current owner shall submit to the Department, within ten (10) days after the completion of the Emergency Response Action, a status report describing the emergency activities that have been completed.
- D. Release of Restriction; Alterations of Subject Area:** The current owner of the Property shall not make, or allow or suffer to be made, any alteration of any kind in, to, or about any portion of the Property inconsistent with this Restriction unless the current owner has received the Department's prior written approval for such alteration. If the Department determines that the proposed alteration is significant, the Department may require the amendment of this Restriction. Alterations deemed insignificant by the Department will be approved via a letter from the Department. The Department shall not approve any such alteration and shall not release the Property from the provisions of this Restriction unless the current owner demonstrates to the Department's satisfaction that the current owner has managed the Property in accordance with applicable regulations.
- E. Notice of Lessees and Other Holders of Interests in the Property:** The Grantor, then current owner or any future holder of any interest in the Property, shall cause any lease, grant, or other transfer of any interest in the Property to include a provision expressly requiring the lessee, grantee, or transferee to comply with this Restriction. The failure to include such provision shall not affect the validity or applicability of this Restriction to the Property.
- F. Enforceability:** If any court of competent jurisdiction determines that any provision of this Restriction is invalid or unenforceable, the current owner shall notify the Department in writing within fourteen (14) days of such determination.
- G. Binding Effect:** All of the terms, covenants, and conditions of this Restriction shall run with the land and shall be binding on the Grantor, its successors and assigns, and each Property owner and any other party entitled to control, possession or use of the Property during such period of ownership or possession.

H. Inspection & Non-Compliance: It shall be the obligation of the current owner of the Property to provide for annual inspections of the Property for compliance with the ELUR in accordance with Department requirements.

A qualified environmental professional will, on behalf of the current owner, evaluate the compliance status of the Property on an annual basis. Upon completion of the evaluation, the qualified environmental professional will prepare and simultaneously submit to the Department and to the current owner an evaluation report detailing the findings of the inspection, and noting any compliance violations at the Property. At a minimum, the inspection and report must include an itemized review of the Restrictions described in Paragraph A. If the Property is determined to be out of compliance with the terms of the ELUR, the current owner shall submit a corrective action plan in writing to the Department within ten (10) days of receipt of the evaluation report, indicating the plans to bring the Property into compliance with the ELUR, including, at a minimum, a schedule for implementation of the plan.

In the event of any violation of the terms of this Restriction, which remains uncured more than ninety (90) days after written notice of violation, all Department approvals and agreements relating to the Property may be voided at the sole discretion of the Department.

I. Terms Used Herein: The definitions of terms used herein shall be the same as the definitions contained in Section 3 (DEFINITIONS) of the Remediation Regulations.

IN WITNESS WHEREOF, the Grantor has hereunto set (his/her) hand and seal on the day and year set forth above.

BASF Corporation

By: _____

Charles R. Waltz, Sites Manager

In Florham Park, Morris County, New Jersey, on the 7th day of Sept, 2017, before me personally appeared Charles Waltz to me known and known by me to be the party executing the foregoing instrument and (he/she) acknowledged said instrument by (him/her) executed to be (his/her) free act and deed.

Notary Public: _____

My Comm. Expires: _____

JEANNE HAHN
Notary Public
New Jersey
My Commission Expires 12-06-2017

EXHIBIT A

That certain parcel of land with buildings and improvements thereon, situated on the easterly side of Mill Street, in the City of Cranston, in the State of Rhode Island, bounded and described as follows:

Beginning at a point in the easterly line of Mill Street, one hundred fifty (150) feet southerly from the southeasterly corner of Astle Street and said Mill Street, at the northerwesterly corner of said premises; thence easterly bounding northerly on land now or lately of Mary A. Brindle Estate, in part, in part on land now or lately of Auburn Realty Co., and in part of Lyndon Road, in all two hundred twenty-five (225) feet to land now or lately of John M. O'Grady and wife; thence turning and running southerly bounding easterly on said O'Grady land and on lands now or lately of Arthur E. Conner and wife, Doris Sheffers Bernstein, John M. O'Connor and wife, John W. Quist and wife and Edward F. Lavoie and wife to land now or lately of Warwick Railway Co.; thence northwesterly bounding southwesterly on said last named land to Mill Street; thence northerly bounding westerly on said Mill Street to the point and place of beginning.

For a further description of said premises reference is hereby made to the following three deeds:

- (1) from George B. Arnold to said George T. Brindle dated September 30, 1913 and recorded in the Land Records of said City of Cranston in Deed Book 124, at page 416;
- (2) from Mabel F. Champlin to said George T. Brindle dated May 5, 1925 and recorded in said Land Records in Deed Book 149 at page 553;
- (3) from said Evelyn A. Jean at als to said Mary A. Brindle dated July 30, 1936 and recorded in said Land Records in Deed Book 203 at page 340.

Reference only: Plat 4, Lot 1108

That parcel of land with any and all improvements thereon, situated in the City of Cranston and State of Rhode Island, bounded and described as follows:

Beginning at a point in the easterly line of Mill Street at the northwesterly corner of said parcel and at the southwesterly corner of land now or lately of Alrose Chemical Company; thence southeasterly bounding northeasterly on said last named land in part, in part on Lots Nos. 15 (fifteen), 16 (sixteen) and 17 (seventeen) on that plat entitled, "Roger Williams Terrace Belonging to Old Colony Homes Inc. Cranston, R.I. June 1939 Dimitri & Dimitri Eng'rs.", recorded with the Records of Land Evidence in said City of Cranston in Plat Book 12 at page 61 and (copy) on Plat Card No. 333, and in part on Robert Circle on said plat, to the Pawtuxet River; thence westerly bounding southerly on the Pawtuxet River to land now or lately of Geigy Chemical Corporation; thence northwesterly bounding southwesterly on said last named land to Mill Street; thence northerly bounding westerly on Mill Street to the first mentioned point or place of beginning, being a strip of land fifty (50) feet, more or less, in width extending southeasterly from Mill Street to the Pawtuxet River over which Warwick Railway Company has heretofore operated its railway.



201709200105520 Bk:LR5477 Pg:300

RECORDED Cranston,RI 6/17

09/20/2017 02:40:29 PM RESTRICT

ALSO all the rights, title and interest of the grantor in and to the bridges or trestles extending from said parcel southerly across the Pawtuxet River into the City of Warwick, and the abutments, foundations and other accessories thereof and in and to the Pawtuxet River to the thread thereof insofar as the same is co-extensive with said parcel herein described.

Subject to the sewer easement taken by the City of Cranston by taking recorded with said Records in Deed Book 232 at pages 21 and 37 respectively and the plan of the same duly recorded.

Reference only: Plat 4, Lot 2630

EXHIBIT C

201709200105520 Bk:LR5477 Pg:302
RECORDED Cranston, RI 8/17
09/20/2017 02:40:29 PM RESTRICT



RHODE ISLAND

DEPARTMENT OF ENVIRONMENTAL MANAGEMENT

OFFICE / DIVISION OF WASTE MANAGEMENT

235 Promenade Street, Room 380
Providence, Rhode Island 02908

REMEDIAL APPROVAL LETTER

File No. SR-07-0255

Formerly Case No. 2000-044

December 8, 2016

Joseph Guarnaccia, EHS Remediation Specialist
BASF Corporation
100 Park Avenue
Florham Park, New Jersey 07932

RE: Remedial Action Work Plans
Former Office/Warehouse/Laboratory Area and Rail spur
TPH Contaminated Soils-between Buildings 25 and 26
Ciba-Geigy facility
180 Mill Street
Cranston, Rhode Island
Plat Map 4 / Lot 111, 112, 114, 1108 and 2630

Dear Mr. Guarnaccia:

On November 9, 2011, the Rhode Island Department of Environmental Management's (the Department) Office of Waste Management (OWM) amended the Rules and Regulations for the Investigation and Remediation of Hazardous Material Releases (the Remediation Regulations). The purpose of these regulations is to create an integrated program requiring reporting, investigation and remediation of contaminated sites in order to eliminate and/or control threats to human health and the environment in a timely and cost-effective manner. A Remedial Approval Letter (RAL) is a document used by the Department to approve remedial actions at contaminated sites that do not involve the use of complex engineered systems or techniques (e.g. groundwater pump and treat systems, soil vapor extraction systems, etc.).

In the matter of the above-referenced property (the Site), the Department's OWM is in receipt of the following documentation submitted pursuant to the Remediation Regulations in response to the reported release at the Site:

Remedial Action Work Plan- BASF Corporation, 180 Mill Street, Cranston, R.I. - Lots 111, 112 114, 1108 and 2630, dated and received November 22, 2016; and

TPH Contaminated Soil Removal- Former Leaking Electrical Transformer (between Buildings 25 and 26) dated December 2, 2016, received December 7, 2016 and prepared by AEI Consultants.

This document fulfills the requirement of Section 8.00 (Risk Management) and Section 9.00 (Remedial Action Work Plan (RAWP)) of the Remediation Regulations.

The preferred remedial alternative proposes that BASF will remove all contaminated soil above the I/C DEC for proper disposal or cap the soil (with an approved cap) along the former rail spur and the parking area with exceedances of the RIDEM I/C DEC and record a Department approved ELUR and Soil Management Plan in the City of Cranston land evidence records restricting future use to Industrial/ Commercial activities. The proposal also calls for the excavation and offsite disposal of the remaining TPH in soil located near the former transformer between Building's 25 and 26.

Based upon review and consideration of the above referenced documents, the Department approves the Remedial Action Work Plan (RAWP) through this RAL provided that:

1. All work must be performed in accordance with all applicable regulations and the Department approved RAWP.
2. Start of the work described in the Department approved RAWP must be initiated within six (6) months of issuance of this RAL.
3. Prior to initiating any remedial activities, the Department shall be provided with a list of all contractors, and their respective contact information, that will be used on Site to complete the remedial work described in the Department approved RAWP. The Department shall be notified, when feasible, a minimum of five (5) working days in advance of any changes in contractors and/or consultants involved with the remedial work on this Site. The notification must be promptly supplied in writing with complete contact information for each new contractor or consultant (including but not limited to company name and address, contact name and address, contact telephone number and e-mail address).
4. All excavated regulated soil, if not approved for encapsulation onsite, shall be disposed of off-site at an appropriately licensed disposal facility in accordance with all local, State, and Federal laws. Copies of the material shipping records and manifests associated with the disposal of the material shall be included along with the Closure Report.
5. Areas of the site where contaminated soils are to be excavated must be staged and temporarily stored in a designated area, as proposed in the RAWP, of the site with proper polyethylene covers. Any stockpiled materials, including clean fill, must be underlain and covered with polyethylene sheeting and be secured at the end of each day with all appropriate erosion and sediment controls to limit the loss of the cover and protect against storm-water and wind erosion (i.e. hay bales, rocks, silt fencing). These appropriate sedimentation and erosion controls must be in place and in proper working order at all times until all disturbed areas are stabilized and capped as proposed. Within reason, the storage location will be selected to limit the unauthorized access to the materials (i.e. away from public roadways/walkways). No regulated soil will be stockpiled on-site for greater than thirty (30) days. In the event that stockpiled soils pose a risk or threat of leaching hazardous materials, a proper leak-proof container (i.e. drum or lined roll-off) or secondary containment will be required and utilized.
6. The OWM no longer requires the submittal of analytical data prior to clean fill being brought to a Site. It is the sole responsibility of the Performing Party and their consultant to analyze the material, certify that the material meets the Department's Residential Direct Exposure Criteria (RDEC), as defined by the Remediation Regulations, for all constituents, and is suitable for use on the Site. The OWM strongly suggests that enough representative samples of the clean fill are collected prior to moving the

material to the Site to satisfy the Performing Party and their consultant that the material meets the RDEC. Please note that the OWM reserves its rights to sample the fill, if suspect, to confirm compliance with the RDEC.

7. All regulated soil remaining onsite shall be encapsulated by an engineered control consistent with those described in the Department approved RAWP.
8. Dust suppression techniques (i.e. watering) must be employed at all times during all soil disturbing/handling activities at the site in order to minimize the generation of fugitive dust.
9. Please note that if soil exceeding the Department's Residential Direct Exposure Criteria (RDEC) is to remain onsite then a draft Environmental Land Usage Restriction (ELUR) and Soil Management Plan (SMP) must be submitted to the OWM for review and approval prior to recording.
10. Please note that it is Department policy regarding groundwater monitoring to require three (3) consecutive sampling rounds exhibiting concentrations below the GB Groundwater Objectives prior to the issuance of a Letter of Compliance.
11. Based upon the results of groundwater monitoring, the Department reserves its rights to require additional remedial actions or monitoring at the Property to achieve final compliance at the Site, if warranted.
12. Within sixty (60) days of completion of the work described in the Department approved RAWP, a Closure Report detailing the remedial action and including any disposal documentation shall be submitted to the OWM.
13. Within sixty (60) days of completion of the work described in the Department approved RAWP, the final Department approved ELUR shall be recorded in the City of Cranston Land Evidence Records for the property and a stamped, certified copy returned to the Department within fifteen (15) days of recording. Upon receipt of a copy of the recorded (stamped) ELUR, the OWM will issue a No Further Action Letter for these Lots.
14. Following recording of the ELUR, the site shall be maintained and annually inspected to evaluate the compliance status of the site with the ELUR. Within thirty (30) days of each annual inspection, an evaluation report shall be prepared and submitted to the OWM detailing the findings of the inspection and noting any compliance violations at the site.
15. Any changes in the activities detailed in the RAWP shall be reported to the OWM by telephone within one (1) working day and in writing within five (5) business days.
16. The OWM shall be notified in writing forty-eight (48) hours prior to initiating the remedial activities at the site associated with the Department approved RAWP.
17. The OWM shall be immediately notified of any site or operation condition that results in non-compliance with this RAL.



At this time, the OWM offers its concurrence with the proposed remedial action for the property. The Department approves the RAWP provided that all activities and procedures detailed in the RAWP are strictly adhered to. Furthermore, this letter continues to place primary responsibility for the construction, operation, maintenance, and monitoring of the approved RAWP and its associated implementation on BASF. As the Responsible Party and Performing Party, BASF is expected to implement the RAWP in an expeditious and professional manner that prevents non-compliance with this RAL and said RAWP, and is protective of human health and the environment.

Please note that at this time the Department does not approve the ELUR for recording in the Land Evidence Records with the City of Cranston. The draft version of the ELUR and SMP, included in the RAWP, shall be reviewed and approved by the Department, followed by recording, at the completion of all remedial work.

This RAL does not remove your obligation to obtain any other necessary permits from other local, State, or Federal agencies.

If you have any questions regarding this letter or would like the opportunity to meet with Department personnel, please contact me by telephone at (401) 222-2797, ext. 7102, or by E-mail at jeff.crawford@dem.ri.gov.

Sincerely,

Jeffrey Crawford, Project Manager
Principal Environmental Scientist
Office of Waste Management

Authorized by,

Kelly Owens
Supervising Engineer
Office of Waste Management

Cc: Richard Kowalski, AEI Consultants

EXHIBIT D

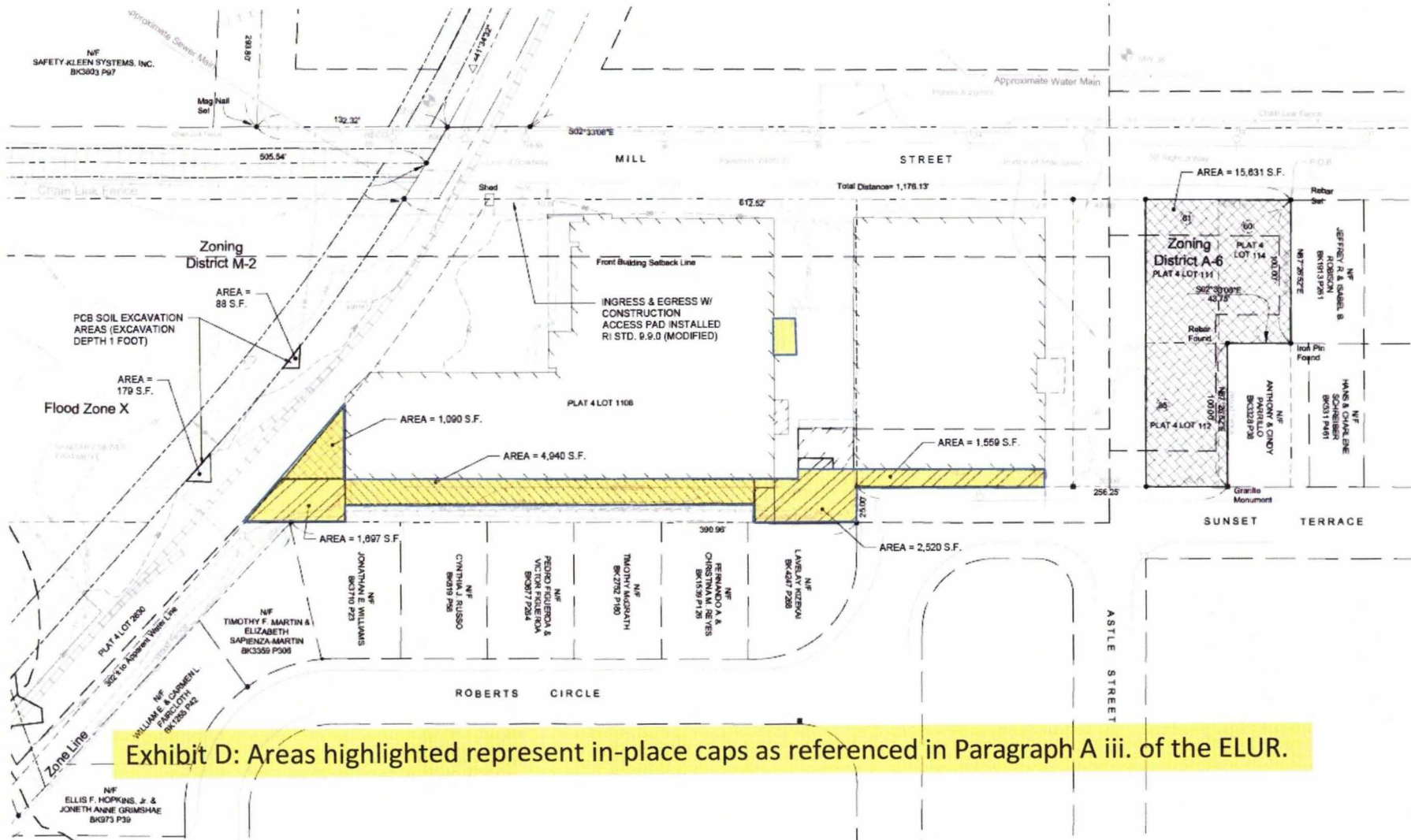


Exhibit D: Areas highlighted represent in-place caps as referenced in Paragraph A iii. of the ELUR.



Exhibit E
General Soil Management Plan
180 Mill Street in Cranston, Rhode Island
Plat 4, Lots 1108 and 2630

This General Soil Management Plan (GSMP) has been prepared to establish procedures that will be followed should future construction/maintenance activities at the Property, defined by Plat 4, Lots 1108 and 2630 at 180 Mill Street in Cranston, Rhode Island, require the need to manage soils excavated from the subsurface.

A. Background

The Property was formerly owned by Ciba Specialty Chemicals Corporation (Ciba), which was subsequently acquired in 2009 by BASF Corporation. Property land-use previously included administrative, laboratory, and warehouse support for a production plant, located on a separate adjacent parcel (Lot 1102), that operated from 1954 to 1986 (see attached Figure 1). Previous ownership of the Property includes industrial activity that dates back to at least the 1930s.

The Property is being remediated under a RCRA Corrective Action Program Consent Order (RCRA Docket No. I-88-1088, EPA ID No. RID001194323), with oversight by the United States Environmental Protection Agency ("EPA"). The Property was the subject of two comprehensive remedial investigations ("RI") under EPA oversight, first in the 1990s by Ciba, and then from 2010 to 2016 by BASF. A Corrective Measures Study was completed in April, 2016, and required remedial actions are defined in the Department's Remedial Approval Letter issued December 8, 2016 (attached as Exhibit C to the ELUR).

As per the Department's Remedial Approval Letter, the Property is subject to remedial actions due to the presence of total petroleum hydrocarbons ("TPH") and polycyclic aromatic hydrocarbons ("PAH") that exceeded the Rhode Island Department of Environmental Management ("RIDEM" or "Department") Industrial and Commercial Direct Exposure Criteria ("IC DEC"). To address RIDEM regulations, BASF removed or covered the soil along the former rail spur and sump areas (refer to the attached Figure 1 and Exhibit D of the ELUR) with exceedances of RIDEM IC DEC and imposed the Department-approved ELUR. The ELUR includes the following restrictions: non-residential use only, must employ a soil and cap management plan to be approved by the Department for any invasive work conducted in areas where caps (soil or asphalt) must be used to eliminate exposure to any IC DEC exceedances that may be present below the caps, and must, on an annual basis, report to the Department that the terms of the ELUR are being met.

Because the Property has been used for industrial purposes since at least the 1930s, there is the potential that soils not associated with the installed engineering controls that are part of the RCRA Statement of Basis are unsuitable for unrestricted reuse, thus requiring the implementation of appropriate soil exposure monitoring and handling practices described in this GSMP.

B. Applicable Area

This GSMP and affiliated ELUR applies to the entire Property.

C. Applicable Work

This GSMP describes measures for appropriate soil exposure monitoring and handling practices during future invasive activities at the Property, potentially involving contaminated soil excavation, storage, management, and off-site disposal.

This GSMP applies to all future construction/maintenance activities at the Property that require the need to manage soils excavated from the subsurface that cannot be returned to the original excavation.

Notwithstanding anything to the contrary herein, this GSMP does not apply to "de minimis" activities expressly defined as:

1. Landscaping, planting and maintenance of grass and shrubs, other soil movement and related disturbance within the top one foot of soil below the ground surface, and the soil is reused in immediate proximity; and
2. De minimis utility or excavation/trenching relating to utility lines and similar maintenance, repair and replacement in kind where soils are placed directly back into the trench or excavation from whence they came. If, however, soil from such disturbances cannot be placed back in the same area of disturbance, then such activities are not de minimis and the soil must be characterized in accordance with this GSMP prior to being moved to another area of the Property or taken off-site.

D. Soil Management

Because of the industrial history associated with the Property, soils associated with Paragraph C and not previously characterized are presumed to be regulated until such time that it is demonstrated, through sampling and laboratory analysis that they are not regulated.

The direct exposure pathway is the primary concern at the Property. Individuals engaged in invasive activities according to Paragraph C at the Property may be exposed through incidental ingestion, dermal contact, or inhalation of entrained soil particles if proper precautions are not taken. Therefore, the following procedures will be followed to minimize the potential of exposure.

1. During site/earth work, the appropriate precautions will be taken to restrict unauthorized access to the property.
2. During site/earth work, dust suppression (e.g. watering, etc.) techniques must be employed at all times.
3. If excess soil is generated or excavated from the Property, the soil is to remain on-site for analytical testing, to be performed by a licensed professional engineer, in order to

determine the appropriate disposal and/or management options. The soil must be placed on and covered with polyethylene/plastic sheeting during the entire duration of its staging and secured with appropriate controls to limit the loss of the cover and protect against storm-water and / or wind erosion (e.g. hay bales, silt fencing, rocks, etc).

4. Excavated soils will be staged and temporarily stored in a designated area of the Property. Within reason, the storage location will be selected to limit the unauthorized access to the materials (e.g., away from public roadways/walkways). No regulated soil will be stockpiled on-site for greater than 60 days without prior Department approval.
5. Site soils, which are to be disposed of off-site, must be done so at a licensed facility in accordance with all local, state, and federal laws. Copies of the laboratory analysis results and material shipping records associated with the disposal of the material shall be included in the annual inspection report for the Property and submitted to the Department.
6. Excavated soil shall not be re-used as fill on this Property unless it meets the Department's Method 1 IC DEC for all constituents listed in the Industrial/Commercial column two of Table 1 of Rule 8.02.B of the Rules and Regulations for the Investigation and Remediation of Hazardous Material Releases ("Remediation Regulations"). Copies of the laboratory analysis results shall be included in the annual inspection report for the Property and submitted to the Department. In the event that the soil does not meet any of these criteria, it must be properly managed and disposed of off-site as per D.5.
7. Soils exceeding the Department's Residential Direct Exposure Criteria or Leachability Criteria are jurisdictional material. No soils may be brought to the site unless they are laboratory tested and results indicate that the concentrations for all criteria outlined in the regulations are below Residential Direct Exposure Criteria and Leachability Criteria. The Grantor and its representative are responsible to insure any soils coming onto the site are compliant.
8. Regardless of sampling and analysis, soils excavated from the site may not be re-used as fill on residential property.
9. Best soil management practices should be employed at all times and regulated soils should be segregated into separate piles as appropriate based upon the results of analytical testing, when multiple reuse options are planned (e.g. reuse on-site, reuse at a Department-approved industrial or commercial property, or disposal at a Department-approved licensed facility).
10. All non-disposable equipment used during the soil disturbance activities will be properly decontaminated as appropriate prior to removal from the site. All disposable equipment used during the soil disturbance activities will be properly containerized and disposed of following completion of the work. All vehicles utilized during the work shall be properly decontaminated as appropriate prior to leaving the site.

11. At the completion of site work, if excavated soils are shown to be regulated, then all associated exposed in-situ soils must either be sampled for IC DEC compliance or recapped with a Department approved engineered control consistent or better than the site surface conditions prior to the work that took place. These measures must also be consistent with the ELUR. Any clean fill material brought on site is required to meet the Department's Method 1 IC DEC or be designated by a licensed professional engineer as Non-Jurisdictional, as defined under the Remediation Regulations. The annual inspection report for the site, or closure report if applicable, should include either analytical sampling results from the soil demonstrating compliance or alternatively include written certification by a licensed professional engineer that the soil is Non-Jurisdictional.

E. Worker Health and Safety

To ensure the health and safety of on-site workers, persons involved in the work defined in Paragraph C are required to wear a minimum of Level D personal protection equipment, including gloves, work boots and eye protection. Workers are also required to wash their hands with soap and water prior to eating, drinking, smoking, or leaving the site.

F. Department Review and Approval

All reporting associated with this GSMP will be provided through the annual inspection report for the Property as per the requirements of the ELUR.

Excavation areas that are shown to require a Department-approved engineered control, as described in Paragraph D.11 (*Soil Management*), must be maintained in accordance with Paragraph A iii. of the ELUR.

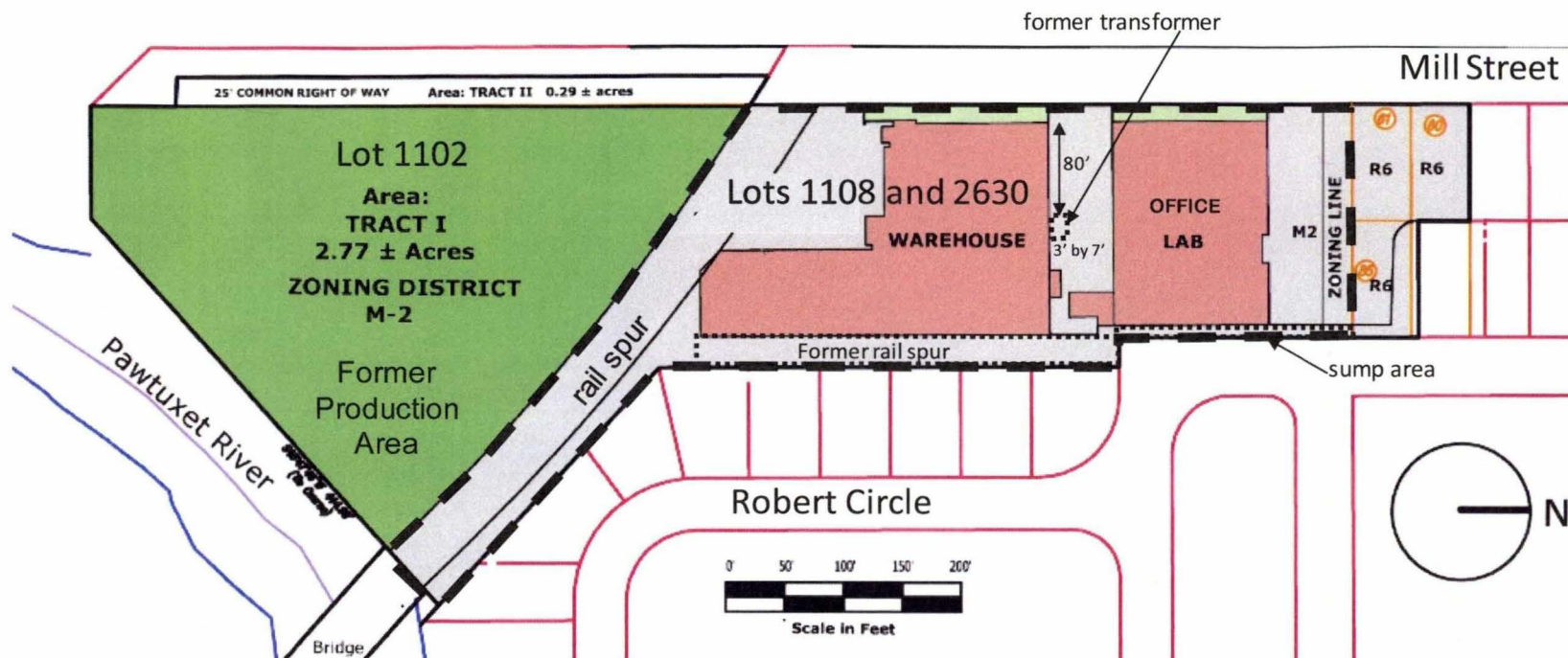


Figure 1 – 180 Mill St Property. This GSMP, and associated ELUR, is for the area encompassed by the dashed line (Lots 1108 and 2630). The former production plant was located on Lot 1102, and this parcel is not included in the ELUR.